

14863-X

SUPPLEMENT TO ASSIGNMENT OF LEASES

SUPPLEMENT NO. 11

TO

SCHEDULE 1

ANNEXED TO ASSIGNMENT OF LEASES

DATED AS OF DECEMBER 13, 1985

BY

ACF INDUSTRIES, INCORPORATED

("ASSIGNOR")

TO

FLEET NATIONAL BANK, AS AGENT ("AGENT")

RECORDATION NO.

14863-70

MAR 15 1988 10 40 PM

INTERSTATE COMMERCE COMMISSION

WHEREAS, Assignor and the Agent entered into a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Banks (as defined therein) agreed to lend certain sums to Assignor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Assignor and the Agent entered into a certain Assignment of Leases dated as of December 13, 1985 (the "Assignment");

WHEREAS, pursuant to the Loan Agreement, the Assignor is obligated from time to time to deliver to the Agent this Supplement to Assignment of Leases and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Assignor shall execute and deliver to the Agent this Supplement to Assignment of Leases;

NOW, THEREFORE, the parties hereto hereby agree as follows:

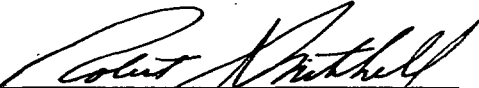
1. Schedule I to the Assignment is hereby amended and supplemented by the addition thereto of the railroad equipment lease agreements covering or relating to the railroad rolling stock bearing the car numbers hereinafter listed (the

"Leases") and Assignor confirms that the Leases are to be covered by and assigned to the Agent pursuant to the Assignment:


See Schedule I annexed hereto and made a part hereof.


IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 14 day of March, 1988.

ACF INDUSTRIES, INCORPORATED

By 
Name: Robert J. Mitchell
Title: Treasurer

FLEET NATIONAL BANK, as Agent

By 
Name:
Title: AVP

By 
Name:
Title: VP

SCHEDULE I

PROPOSED \$3,322,390

| <u>CAR NUMBER</u> | <u>QUANTITY</u> | <u>COST</u> | <u>AAR DESIG.</u> |
|-------------------|-----------------|-------------|-----------------------|
| 65281 | 28 | \$1,253,924 | C214 |
| 65284 - 65287 | | | " |
| 65290 | | | |
| 65293 | | | |
| 65295 - 65303 | | | |
| 65305 | | | |
| 65307 | | | |
| 65309 - 65314 | | | |
| 65317 - 65318 | | | |
| 65322 - 65323 | | | |
| 41128 | 1 | 43,709 | C214 |
| 64850 | 49 | 2,144,534 | C214 |
| 64864 | | | " |
| 64866 | | | |
| 64868 | | | |
| 64881 | | | |
| 64883 - 64884 | | | |
| 64887 - 64888 | | | |
| 64890 - 64896 | | | |
| 64898 | | | |
| 64902 | | | |
| 64905 - 64906 | | | |
| 64908 | | | |
| 64910 - 64912 | | | |
| 64914 | | | |
| 64916 - 64917 | | | |
| 64926 - 64927 | | | |
| 64929 | | | |
| 64932 | | | |
| 64934 | | | |
| 64936 - 64942 | | | |
| 64944 | | | |
| 64946 | | | |
| 64948 - 64949 | | | |
| 64952 | | | |
| 64954 - 64957 | | | |
| 64959 | | | |

| <u>CAR NUMBER</u> | <u>QUANTITY</u> | <u>COST</u> | <u>AAR DESIG.</u> |
|-------------------|-----------------|--------------------|-----------------------|
| 72346 | 6 | 379,782 | T055 |
| 72355 - 72356 | | | |
| 72360 - 72361 | | | |
| 72363 | | | |
| 72498 | 1 | 39,964 | T105 |
| 72391 | 1 | 49,701 | T106 |
| Total | <u>86</u> | <u>\$3,911,614</u> | |

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this 11th day of March, 1988, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 108 Hewlett Avenue, Merrick, New York 11566, that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

Richard M. Kahn

RICHARD M. KAHN
Notary Public, State of New York
No. 31-4862573
Qualified in New York County
Certificate Filed in New York County
Commission Expires July 14, 1988

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this 14th day of March, 1988, before me personally came Barbara L. Elman, to me known, who being to me duly sworn, did depose and say that she resides at 3 Mahowld
old Bethpage, Ny 11804, that she is an Asst.
Vice President of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that she signed ~~his~~ name thereto by order of the board of directors of said bank.

Regina L. Edelman

REGINA L. EDELMAN
NOTARY PUBLIC, State of New York
No. 41-4505178
Qualified in Queens County
Commission Expires February 28, 1990

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this 14th day of March, 1988, before me personally came Jonathan A. Lucas, to me known, who being to me duly sworn, did depose and say that he resides at 95 Park Dr.
Wt. Hesse, N.Y. 10549, that he is a Vice
President of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.

Regina L. Edelman

REGINA L. EDELMAN
NOTARY PUBLIC, State of New York
No. 41-4505178
Qualified in Queens County
Commission Expires February 28, 1990